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SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-77572; File No. SR-BOX-2016-14)

April 8, 2016

Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fee Schedule on the BOX Market LLC (“BOX”) Options Facility

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on March 31, 2016, BOX Options Exchange LLC (the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Exchange filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii) of the Act,³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of the Substance of the Proposed Rule Change

The Exchange is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the Fee Schedule to revise certain qualification thresholds and fees in Section I.B. of the BOX Fee Schedule on the BOX Market LLC (“BOX”) options facility. While changes to the fee schedule pursuant to this proposal will be effective upon filing, the changes will become operative on April 1, 2016. The text of the proposed rule change is

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's Internet website at <http://boxexchange.com>.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend the Fee Schedule for trading on BOX. Specifically, the Exchange proposes to revise certain qualification thresholds and fees in Section I.B. of the BOX Fee Schedule, the Tiered Fee Schedule for Initiating Participants and BOX Volume Rebate ("BVR").

Under the Tiered Fee Schedule for Initiating Participants, the Exchange assesses a per contract execution fee to all Primary Improvement Order executions initiated by the particular Initiating Participant. Percentage thresholds are calculated on a monthly basis by totaling the Initiating Participant's Primary Improvement Order volume submitted to BOX, relative to the total national Customer volume in multiply-listed options classes. The current tiered fee schedule for Initiating Participants is as follows:

| Tier | Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes (Monthly) | Per Contract Fee (All Account Types) |
|-------------|---|---|
| 1 | 0.000% - 0.079% | \$0.25 |
| 2 | 0.080% - 0.159% | \$0.20 |
| 3 | 0.160% - 0.339% | \$0.12 |
| 4 | 0.340% - 0.849% | \$0.07 |
| 5 | 0.850% and Above | \$0.03 |

The Exchange proposes to adjust the percentage thresholds in Tiers 3 through 5.

Additionally, the Exchange proposes to raise the fee associated with Tier 5 from \$0.03 to \$0.05.

The new Tiered Fee Schedule for Initiating Participants set forth in Section I.B.1. of the BOX Fee Schedule will be as follows:

| Tier | Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes (Monthly) | Per Contract Fee (All Account Types) |
|-------------|---|---|
| 1 | 0.000% - 0.079% | \$0.25 |
| 2 | 0.080% - 0.159% | \$0.20 |
| 3 | 0.160% - 0.499% | \$0.12 |
| 4 | 0.500% - 0.999% | \$0.07 |
| 5 | 1.000% and Above | \$0.05 |

Next, the Exchange proposes to revise certain qualification thresholds in the BVR. Under the current BVR, the Exchange offers a tiered per contract rebate for all PIP Orders and COPIP orders of 100 contracts and under. Percentage thresholds are calculated on a monthly basis by totaling the Participant's PIP and COPIP volume submitted to BOX, relative to the total national Customer volume in multiply-listed options classes.

The current per contract rebate for Participants in PIP and COPIP Transactions under the BVR is:

| Tier | Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes (Monthly) | Per Contract Rebate (All Account Types) | |
|------|---|--|--------------|
| | | <u>PIP</u> | <u>COPIP</u> |
| 1 | 0.000% to 0.159% | (\$0.00) | (\$0.00) |
| 2 | 0.160% to 0.339% | (\$0.04) | (\$0.02) |
| 3 | 0.340% to 0.849% | (\$0.11) | (\$0.04) |
| 4 | 0.850% and Above | (\$0.14) | (\$0.06) |

The Exchange proposes to adjust the BVR percentage threshold for Tier 3 to “0.340% to 0.99%” and Tier 4 to “1.00% and Above.” The quantity submitted will continue to be calculated on a monthly basis by totaling the Participant’s PIP and COPIP volume submitted to BOX, relative to the total national Customer volume in multiply-listed options classes.

The new BVR set forth in Section I.B.2 of the BOX Fee Schedule will be as follows:

| Tier | Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes (Monthly) | Per Contract Rebate (All Account Types) | |
|------|---|--|--------------|
| | | <u>PIP</u> | <u>COPIP</u> |
| 1 | 0.000% to 0.159% | (\$0.00) | (\$0.00) |
| 2 | 0.160% to 0.339% | (\$0.04) | (\$0.02) |
| 3 | 0.340% to 0.99% | (\$0.11) | (\$0.04) |
| 4 | 1.00% and Above | (\$0.14) | (\$0.06) |

Lastly, the Exchange is proposing to remove reference and information relating to Mini Options, as the Exchange no longer lists or trades Mini Options and has no current plans to do so.

The Exchange added rules relating to the listing of Mini Options (options overlying 10 shares of stock) in 2013⁵ and later changed its Fee Schedule to address the treatment of Mini Options, including establishing transactions fees for these products.⁶ However, the Exchange no

⁵ See Securities Exchange Act Release No. 68771 (January 30, 2013), 78 FR 8208 (February 5, 2013) (Notice of Filing and Immediate Effectiveness SR-BOX-2013-07).

⁶ See Securities Exchange Act Release No. 69202 (March 21, 2013), 78 FR 18642 (March 27, 2013) (Notice of Filing and Immediate Effectiveness SR-BOX-2013-15).

longer lists or trades Mini Option series, and has no current plans to do so and proposes to strip references, and charges related to, Mini Options from the Fee Schedule.

2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act, in general, and Section 6(b)(4) and 6(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among BOX Participants and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes the proposed amendments to the Tiered Fee Schedule for Initiating Participants in Section I.B.1. of the BOX Fee Schedule are reasonable, equitable and non-discriminatory. The reduced fees related to trading activity in BOX Auction Transactions are available to all BOX Options Participants that initiate Auction Transactions, and they may choose whether or not to trade on BOX to take advantage of the discounted fees for doing so. The Exchange also believes adjusting certain percentage thresholds within the tiers and a fee associated with a tier is reasonable and appropriate, as this Tiered Fee Schedule is in place to provide incentives to BOX Participants to submit their customer order into the PIP for potential price improvement. Further, the Exchange believes the proposed thresholds and fees remain competitive when compared to the auction transaction fees on other exchanges.⁸

The Exchange also believes the proposed amendments to the BVR in Section I.B of the BOX Fee Schedule are reasonable, equitable and non-discriminatory. The BVR was adopted to attract Public Customer order flow to the Exchange by offering these Participants incentives to

⁷ 15 U.S.C. 78f(b)(4) and (5).

⁸ Comparative fees at other exchanges range from \$0.05 to \$0.30. See Section IV of the Phlx Pricing Schedule entitled “PIXL Pricing”; International Securities Exchange (“ISE”) Schedule of Fees, Section I. Regular Order Fees and Rebates “Select Symbols.”

submit their PIP and COPIP Orders to the Exchange and the Exchange believes it is appropriate to now amend the BVR. The Exchange believes it is equitable and not unfairly discriminatory to amend the BVR, as all Participants have the ability to qualify for a rebate, and rebates are provided equally to qualifying Participants. Finally, the Exchange believes it is reasonable and appropriate to continue to provide incentives for Public Customers, which will result in greater liquidity and ultimately benefit all Participants trading on the Exchange.

BOX believes it is reasonable, equitable and not unfairly discriminatory to adjust the monthly Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes. The volume thresholds and applicable rebates are meant to incentivize Participants to direct order flow to the Exchange to obtain the benefit of the rebate, which will in turn benefit all market participants by increasing liquidity on the Exchange. Other exchanges employ similar incentive programs;⁹ and the Exchange believes that the proposed changes to the volume thresholds and rebates are reasonable and competitive when compared to incentive structures at other exchanges.

Lastly, the Exchange believes the proposed change to remove references and information relating to Mini Options from the Fee Schedule is reasonable, equitable, and not unfairly discriminatory, as the Exchange no longer lists or trades Mini-option series and has no intention to do so at this time. Thus, removing outmoded references on the Fee Schedule would alleviate potential investor confusion and improve the clarity and transparency of the Fee Schedule. The proposed change is also reasonable, equitable, and not unfairly discriminatory as it applies to all market participants.

⁹ See Section B of the PHLX Pricing Schedule entitled “Customer Rebate Program;” ISE Gemini’s Qualifying Tier Thresholds (page 6 of the ISE Gemini Fee Schedule); and CBOE’s Volume Incentive Program (VIP).

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange is simply proposing to revise certain qualification thresholds and fees in the Section I.B. of the BOX Fee Schedule. The Exchange believes that the volume based rebates and fees increase intermarket and intramarket competition by incenting Participants to direct their order flow to the exchange, which benefits all participants by providing more trading opportunities and improves competition on the Exchange. The Exchange also believes the removal of references to Mini Options will not impose any burden on competition but will serve to promote regulatory clarity and consistency, thereby reducing burdens on the marketplace and facilitating investor protection.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Exchange Act¹⁰ and Rule 19b-4(f)(2) thereunder,¹¹ because it establishes or changes a due, or fee.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would otherwise further the purposes of the Act. If the Commission takes such action, the Commission

¹⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

¹¹ 17 CFR 240.19b-4(f)(2).

shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BOX-2016-14 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-BOX-2016-14. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m.

and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BOX-2016-14, and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Robert W. Errett
Deputy Secretary

¹² 17 CFR 200.30-3(a)(12).

